SANWARIA GROUP
Serving society through Industry

A Govt. Recognised Trading House

Sanwaria Agro Oils Ltd.

CIN - L15143MP1991PLC006395

SAOL

October 01, 2016
Ref: SE/AGM/Reg44/2016-17

To
Bombay Stock Exchange Limited
Market Operations Dept.
P.J. Towers, Dalal Street,
Mumbai- 400 001
Scrip Code: 519260

National Stock Exchange of India
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai-400 051
Scrip Code: SANWARIA

Sub: Disclosure pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015.

Dear Sir,

Pursuant to provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of voting results in respect of the matters transacted at Twenty-Fifth Annual General Meeting ("AGM") of the Company held on Friday, 30th September, 2016 at 09.00 AM at the Registered Office of the Company E-1/1, Arera Colony, Bhopal (M.P.) – 462016.

Report submitted by the Scrutinizer, Mr. P.K. Rai, M/S P.K. Rai & Associates, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the AGM is also enclosed herewith.

Kindly take the above on record and acknowledge the receipt of the same.

Thanking You,

For Sanwaria Agro Oils Limited
For Sanwaria Agro Oils Limited

Pooja Poddar
Company Secretary
Company Secretary

Encl: As above

ANNEXURE

Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	September 30, 2016
Total No. of Shareholders as on record date	9904
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	18
Public	12
No. of Shareholders attended the meeting through Video Conference	
Promoter and Promoter Group	Nil
Public	Nil

For Sanwaria Agro Oils Limited

Company Secretary

Item No.1:

Adoption of the financial statements of the Company including Audited Balance Sheet as on March 31, 2016 and Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.

Resolution required (Ordinary/Special)							**Ordinary**	
Whether promoter/promoter group are interested in the agenda/resolution							**Not Interested**	
Category	**Mode of Voting**	**No. of Shares held**	**No. of Votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of Votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6) = [(4)/(2)]*100**	**(7) = [(5)/(2)]* 100**
Promoter and Promoter Group	E-voting	166469646	166469646	100	166469646	0	100	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	77331962	77331962	100	77331962	0	100	0.00
	Total	**243801608**	**243801608**	**100**	**243801608**	**0**	**100**	**0.00**
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public Non-Institutions	E-voting	39456835 + 3363= 39460198	39456835 + 3363= 39460198	100	39458045	2153	99.995	0.005
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**39460198**	**39460198**	**100**	**39458045**	**2153**	**99.995**	**0.005**
Grand Total		**283261806**	**283261806**	**100**	**283259653**	**2153**	**99.99924**	**0.00076**

SANWARIA AGRO OILS LTD. BHOPAL

Item No.2:

Appoint Mr. Abhishek Agrawal (DIN: 06744775) as a Non-Executive Director who retires by rotation and is eligible for re-appointment.

Resolution required (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution							Not Interested	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	166469646	166469646	100	166469646	0	100	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	77331962	77331962	100	77331962	0	100	0.00
	Total	**243801608**	**243801608**	**100**	**243801608**	**0**	**100**	**0.00**
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public Non-Institutions	E-voting	39456835 + 3363= 39460198	39456835 + 3363= 39459598	99.998	39457445	2153	99.995	0.005
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**39460198**	**39459598**	**99.998**	**39457445**	**2153**	**99.995**	**0.005**
Grand Total		**283261806**	**283261206**	**99.9998**	**283259053**	**2153**	**99.99924**	**0.00076**

SANWARIA AGRO OILS LTD. BHOPAL

Item No.3:

Ratification of appointment of M/s Sunil Saraf & Associates, Statutory Auditors and to fix their remuneration for the financial year ending March 31, 2017

Resolution required (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution							Not Interested	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	166469646	166469646	100	166469646	0	100	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	77331962	77331962	100	77331962	0	100	0.00
	Total	**243801608**	**243801608**	**100**	**243801608**	**0**	**100**	**0.00**
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public Non-Institutions	E-voting	39456835 + 3363= 39460198	39456835 + 3363= 39459598	99.998	39457445	2153	99.995	0.005
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**39460198**	**39459598**	**99.998**	**39457445**	**2153**	**99.995**	**0.005**
Grand Total		**283261806**	**283261206**	**99.9998**	**283259053**	**2153**	**99.99924**	**0.00076**

SANWARIA AGRO OILS LTD. BHOPAL

Item No.4:

Ratification of remuneration of M/s Yogesh Chourasia, Cost Accountants for the financial year ending March 31, 2017

Resolution required (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution							Not Interested	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	166469646	166469646	100	166469646	0	100	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	77331962	77331962	100	77331962	0	100	0.00
	Total	**243801608**	**243801608**	**100**	**243801608**	**0**	**100**	**0.00**
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public Non-Institutions	E-voting	39456835 + 3363= 39460198	39456835 + 3363= 39459598	99.998	39457445	2153	99.995	0.005
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**39460198**	**39459598**	**99.998**	**39457445**	**2153**	**99.995**	**0.005**
Grand Total		**283261806**	**283261206**	**99.9998**	**283259053**	**2153**	**99.99924**	**0.00076**

SANWARIA AGRO OILS LTD. BHOPAL

Item No.5:

Ratification and confirmation that no managerial remuneration shall be paid to Whole Time Directors during the Financial Year 2015-16, including any sitting fees for attending meetings of the Board of Directors or Committee thereof.

Resolution required (Ordinary/Special)							Special	
Whether promoter/promoter group are interested in the agenda/resolution							Not Interested	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	166469646	166469646	100	166469646	0	100	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	77331962	77331962	100	77331962	0	100	0.00
	Total	**243801608**	**243801608**	**100**	**243801608**	**0**	**100**	**0.00**
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-voting	39456835 + 3363= 39460198	39456835 + 3363= 39460198	100	39458045	2153	99.995	0.005
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**39460198**	**39460198**	**100**	**39458045**	**2153**	**99.995**	**0.005**
Grand Total		**283261806**	**283261806**	**100**	**283259653**	**2153**	**99.99924**	**0.00076**

SANWARIA AGRO OILS LTD. BHOPAL

Item No.6:

Ratification and confirmation that no sitting fees shall be paid to Non-Executive/Independent Directors during the Financial Year 2015-16 for attending the meetings of the Board of Directors or Committee thereof.

Resolution required (Ordinary/Special)							**Special**	
Whether promoter/promoter group are interested in the agenda/resolution							**Not Interested**	
Category	**Mode of Voting**	**No. of Shares held**	**No. of Votes polled**	**% of votes polled on outstanding shares**	**No. of votes in favour**	**No. of Votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6) = [(4)/(2)]*100**	**(7) = [(5)/(2)]*100**
Promoter and Promoter Group	E-voting	166469646	166469646	100	166469646	0	100	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	77331962	77331962	100	77331962	0	100	0.00
	Total	**243801608**	**243801608**	**100**	**243801608**	**0**	**100**	**0.00**
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**-**	-	-	-	-	-	-
Public Non-Institutions	E-voting	39456835 + 3363= 39460198	39456835 + 3363= 39460198	100	39458045	2153	99.995	0.005
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**39460198**	**39460198**	**100**	**39458045**	**2153**	**99.995**	**0.005**
Grand Total		**283261806**	**283261806**	**100**	**283259653**	**2153**	**99.99924**	**0.00076**



Item No.7:

Approval of preferential allotment of 2,00,00,000 Equity Shares to promoters/promoter group at an issue price of Rs. 25.00 each (At Premium of Rs. 24.00)

Resolution required (Ordinary/Special)							Special	
Whether promoter/promoter group are interested in the agenda/resolution							Interested	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	166469646	166469646	100	166469646	0	100	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	77331962	77331962	100	77331962	0	100	0.00
	Total	**243801608**	**243801608**	**100**	**243801608**	**0**	**100**	**0.00**
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public Non-Institutions	E-voting	39456835 + 3363= 39460198	39456835 + 3363= 39460198	100	39458045	2153	99.995	0.005
	Poll	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	**39460198**	**39460198**	**100**	**39458045**	**2153**	**99.995**	**0.005**
Grand Total		**283261806**	**283261806**	**100**	**283259653**	**2153**	**99.99924**	**0.00076**

SANWARIA AGRO OILS LTD. BHOPAL

P.K. RAI
M.Com., L.L.B., FCS

P.K. RAI & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Office : F-5, Ist Floor, 159, Smriti Complex, Zone-II, M.P. Nagar, Bhopal-11
Phone.: 0755-2761172, Mob: 9303124872 E-mail: cspkrai@gmail.com

Ref. : ..... Date : .....

COMBINED SCRUTINIZER'S REPORT
(IN LIEU OF E-VOTING & POLL AT THE AGM)
(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing agreement)

To
The Chairman
of Twenty Fifth Annual General Meeting of the Equity Shareholders of
M/s SANWARIA AGRO OILS LIMITED
(L15143MP1991PLC006395)
held on Friday, the 30th September, 2016 at 09.00 a.m.at
E-1/1, Arera Colony, Bhopal-462016
Madhya Pradesh

Dear Sir,

Sub: Scrutinizers Report in lieu of e-voting & Poll at the AGM conducted pursuant to the provisions of Section 108 & Section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing agreement

I, Praveen Kumar Rai, Proprietor of M/s P.K. Rai & Associates, Practicing Company Secretaries, Bhopal have been appointed as scrutinizer by:

1. The Board of Directors of M/s. Sanwaria Agro Oils Limited ("the Company") as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the Twenty Fifth Annual General Meeting (AGM) of the members of the Company, to be held at 9:00 a.m. at E-1/1, Arera Colony, Bhopal-462016, Madhya Pradesh on Friday, the 30th September, 2016.

2. The Chairman of the Annual General Meeting (AGM) for poll under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice of the Twenty Fifth Annual General Meeting (AGM) of the members of the Company, to be held at 9:00 a.m. at E-1/1, Arera Colony, Bhopal-462016, Madhya Pradesh on Friday, the 30th September, 2016.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to the 25th AGM of the members of the Company.

My responsibility as scrutinizer for the e-voting process & for poll is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) and

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Phone.: 0755-2761172, Mob: 9303124872 E-mail: cspkrai@gmail.com

Ref. : .....

Date : .....

Karvy Computershare Private Limited (Karvy), the authorized agency to provide e-voting facilities and also at the time of poll at AGM, engaged by the Company.

I submit herewith my combined report on the results of e-voting together with that of poll as under:

i. The e-voting period remained open from 27th September, 2016 at 10.00 a.m. to 29th September, 2016 at 5.00 p.m.

ii. The members of the Company as on the "Cut-Off" date i.e. 23rd September were entitled to vote on the resolutions (as set out in the notice of the 25th AGM of the Company).

iii. The votes cast were unblocked on 29th September, 2016 in the presence of 2 (two) witnesses namely Ms. Ranu Kaurav& Mr. Shashank Jain who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Name

Name

iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computer Share Private Limited i.e. https://evoting.karvy.com/srutinizer/dashboard.aspx based on such reports generated, the result of the e-voting together with poll conducted is as under:-

ITEM NO.1:

TO ADOPT THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2015-2016:

Ordinary Resolution: To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2016, including the audited Balance sheet as at March 31, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	27(e-voting)+04 (postal Ballot)	205927691(e-voting)+77331962(postal ballot)	99.99924
Voted against the resolution	04(e-voting)	2153(e-voting)	0.00076
Voted Invalid	0	0	0

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Phone.: 0755-2761172, Mob: 9303124872 E-mail: cspkral@gmail.com

~~ITEM NO.2:~~

Ref. : .....

Date : .....

TO APPOINT MR. ABHISHEK AGRAWAL AS NON-EXECUTIVE DIRECTOR:

Ordinary Resolution: To appoint a Director in place of Mrs. Abhishk Agrawal (DIN: 06744775), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	26(e-voting) +04 (postal Ballot)	205927091 (e-voting)+77331962(postal ballot)	99.99903
Voted against the resolution	04(e-voting)	2153(e-voting)	0.00076001
Voted Invalid	1	600	0.000212

ITEM NO.3:

TO RATIFY THE APPOINTMENT OF STATUTORY AUDITORS:

ORDINARY RESOLUTION:

To ratify the appointment of M/S Sunil Saraf and Associates as statutory auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	26(e-voting) +04 (postal Ballot)	205927091 (e-voting)+77331962(postal ballot)	99.99903
Voted against the resolution	04(e-voting)	2153(e-voting)	0.00076001
Voted Invalid	1	600	0.000212

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Phone.: 0755-2761172, Mob: 9303124872 E-mail: cspkrai@gmail.com

Ref. : .....ITEM NO.4:

Date : .....

TO RATIFY THE REMUNERATOIN OF COST ACCOUNTANT OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Section148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Yogesh Chourasia & Associates., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2016 at a remuneration of Rs. 35,000/-(Rupees Thirty Five Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	26(e-voting) +04 (postal Ballot)	205927091 (e-voting)+77331962(postal ballot)	99.99903
Voted against the resolution	04(e-voting)	2153(e-voting)	0.00076001
Voted Invalid	1	600	0.000212

ITEM NO.5

SPECIAL BUSINESS:

TO RATIFY THE NON-PAYMENT OF MANAGERIAL REMUNERATION TO WHOLE TIME DIRECTORS:

"**RESOLVED THAT** pursuant to the Article 82 and 96(c) of the Articles of Association of the Company and subject to all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals, if any as may be required, approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no managerial remuneration shall be paid to the Whole time Directors of the Company during the financial year 2015-16, including any sitting fees for attending the meeting of the board of Directors or Committee thereof."

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	27(e-voting)+04 (postal Ballot)	205927691(e-voting)+77331962(postal ballot)	99.99924
Voted against the resolution	04(e-voting)	2153(e-voting)	0.00076
Voted Invalid	0	0	0

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Phone.: 0755-2761172, Mob: 9303124872 E-mail: cspkrai@gmail.com

Ref. : ITEM.NO.6

Date : .....

SPECIAL BUSINESS:

TO RATIFY THE NON-PAYMENT OF MANAGERIAL REMUNERATION TO NON-EXECUTIVE DIRECTORS/INDEPENDENT DIRECTORS:

"**RESOLVED THAT** pursuant to the Article 82 of the Articles of Association of the Company and subject to the terms and conditions of appointment and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, if any as may be required, approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no managerial remuneration shall be paid to the Non-Executive/Independent Directors of the Company during the financial year 2015-16 including any sitting fees for attending the meeting of the board of Directors or Committee thereof."

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	27(e-voting)+04 (postal Ballot)	205927691(e-voting)+77331962(postal ballot)	99.99924
Voted against the resolution	04(e-voting)	2153(e-voting)	0.00076
Voted Invalid	0	0	0

ITEM NO. 7:

SPECIAL BUSINESS:

TO CONSIDER AND APPROVE THE PREFERENTIAL ALLOTMENT:

RESOLVED THAT in suppression of the earlier special resolution passed at the Extra-ordinary General Meeting held on November 28, 2015 and pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification

thereto or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of Sanwaria Agro Oils Limited (the "Company"), the Securities and Exchange Board of India (Issue

of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities

P.K. RAI & ASSOCIATES

PRACTICING COMPANY SECRETARIES

P.K. RAI
M.Com., L.L.B., FCS

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Phone.: 0755-2761172, Mob: 9303124872 E-mail: cspkrai@gmail.com

Ref. : ..... Date : .....

and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI Listing Regulations, 2015 and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board) to exercise its powers including the powers conferred by this resolution, the consent of the Members be and is hereby accorded to the Board to create, issue, offer, and allot 2,00,00,000 (Two Crore only) equity shares of face value of Rs. 1/- (One) each of the Company on preferential basis (the "Preferential Issue") to proposed allottees by way of conversion of unsecured loan given by the proposed allottees to the Company at a premium of Rs. 24/-(Twenty Four only) considering August 30, 2016 as the Relevant Date being the date 30 days prior to the date of this meeting as per provisions of Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board at its absolute discretion."

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	27(e-voting)+04 (postal Ballot)	205927691(e-voting)+77331962(postal ballot)	99.99924
Voted against the resolution	04(e-voting)	2153(e-voting)	0.00076
Voted Invalid	0	0	0

Thanking you,
Yours faithfully,

For P.K. Rai & Associates
Practicing Company Secretaries,

CS Praveen Kumar Rai
Proprietor
M.No:6313
C.P.No.3779

Place: Bhopal
Date: 30th September 2016

Countersigned by

For SANWARIA AGRO OILS LIMITED

Name of Director
Chairperson